FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

PROCESSE Stimated average burden bours per response

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April 30, 2008

16.00



186

FORM D

DEC 3 1 2007 NOTICE OF SALE OF SECURITIES THOMSON

PURSUANT TO REGULATION D FINANCIAL SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY			
Prefix	<u> </u>	Serial	
	DATE RECEI	VED	

OMB APPROVAL

check if this is an amendment and name has changed, and indicate change.) Name of Offering Sale of Shares in Hirtle Callaghan Absolute Return Offshore Fund II Limited

Filing under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE				
Type of Filing: New Filing					
A. BASIC IDENTIFICATION DATA					

1.	Enter the	information	requested	about the	issuer

(check if this is an amendment and name has changed, and indicate change.)

Hirtle Callaghan Absolute Return Offshore Fund II Limited

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Hirtle, Callaghan & Co., Inc., Five Tower Bridge, 300 Barr Harbor Drive, Suite 500, West Conshohocken, PA 19428-2998

Telephone Numb (610) 828-7200

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Num'

Brief Description of Business Investments in Securities

Type of Business Organization

☐ corporation	limited partnership, already formed

⊠other (please specify): Cayman Islands exempted company

business trust limited partnership, to be formed

Actual or	Estimated	Date of	Incorporati	on or Or	ganization:

MOI	NTH	YE	AR	
1	0	0	5	

☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

Ν

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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SEC 1972 (6-0		•		ormation contained in this is a currently valid OMB cor		1 of 8
020 1012 (0-0	<i>(12)</i>	equired to respon		TIFICATION DATA	itto iidiiiboi.	
2. Enter the	Each promote power to vote	or dispose, or di	the issuer has been or rect the vote or disposi	ganized within the past tion of, 10% or more of ers and of corporate ger	a class of equity	
•	issuers; and		artnership of partnersh		ierai managing pe	arthers or partnership
Check Box(es)		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (La: Zion, Robert	st name first, if in t J.	dividual)				
	esidence Addres allaghan & Co	s (Number	and Street, City, State, Z ver Bridge, 300 Barr H	ip Code) arbor Drive, Suite 500	, West Conshoh	ocken, PA 19428-2998
Check Box(es)) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Las Hirtle, Jonat	st name first, if in than J.	dividual)				
	esidence Addres allaghan & Co	s (Number ., Inc., Five Tow	and Street, City, State, Z ver Bridge, 300 Barr H	ip Code) arbor Drive, Suite 500	, West Conshoh	ocken, PA 19428-2998
Check Box(es)		☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
	st name first, if in ystem Service		or GHSF, GMC & GW\	/мс		
	esidence Addres cademy Aven	s (Number ue, Danville, PA	and Street, City, State, Z 17822	ip Code)		
Check Box(es)) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
	st name first, if in oundation, Inc					
	esidence Addres ide Pkwy, NW		and Street, City, State, Z Atlanta, GA 30327	ip Code)		
Check Box(es)		Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	st name first, if in	dividual)				
Business or Re	esidence Addres	s (Number	and Street, City, State, Z	ip Code)		
Check Box(es)) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Las	st name first, if in	dividual)				
Business or Re	esidence Addres	s (Number	and Street, City, State, Z	ip Code)		
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	st name first, if in	dividual)				
Business or Re	esidence Addres	s (Number	and Street, City, State, Z	ip Code)		
Check Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Las	st name first if in	dividual)				

(Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address

ILI_	
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer from or that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check *All States* or check individual States). [All	NI-
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	No ⊠
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States") (PN) (A) (RS) (RY) (LA) (ME) (MD) (MN) (MN)	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons be listed are associated persons of such a broker or dealer. If more than five (5) persons be listed are associated persons of such a broker or dealer. If more than five (5) persons be listed are associated persons of such a broker or dealer. If more than five (5) persons be listed are associated Broker or Dealer. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check 'All States' or check individual States). [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	000
Commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).	No □
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States (Check "All States" or check individual States) (CO	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States (Check "All States" or check individual States)	
Check "All States" or check individual States)	
Business or Residence Address (Number and Street, City, State, Zip Code)	etes [ID]
Name of Associated Broker or Dealer	
All States or check individual States All States Al	
[ÂL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FI] [GA] [HI] [IL] [IN]	
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	ates [ID]
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
(Check "All States" or check individual States)	
	ates [ID]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

3 of 8

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	alre che	ter the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, eck this box and indicate in the columns below the amounts of the securities offered for change and already exchanged.		
		Type of Security	Aggregate Offering Price	Amount Already Sold
		Debt	\$	\$
		Equity	\$ <u>181,014,000</u>	\$ <u>181,014,000</u>
		□ Common □ Preferred	_	
		Convertible Securities (including warrants)	\$	\$
		Partnership Interests	\$	\$
		Other (Specify)	\$	\$
		Total	\$ <u>181,014,000</u>	\$ <u>181,014,000</u>
_	_	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	this	ter the number of accredited and non-accredited investors who have purchased securities in a offering and the aggregate dollar amounts of their purchases. For offerings under Rule indicate the number of persons who have purchased securities and the aggregate dollar ount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	56	\$ <u>181,014,000</u>
		Non-accredited Investors		_ \$
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mo	nis filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) in this prior to the first sale of securities in this offering. Classify securities by type listed in t C - Question 1.	Turnet	Dellas Assassa
		Type of offering	Type of Security	Dollar Amount Sold
		Rule 505.		\$
		Regulation A.		\$
		Rule 504.		\$
		Total		\$
4.	sec issu	Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.	[2	₫ \$ <u>0</u>
		Printing and Engraving Costs.		☑ \$ <u>0</u>
		Legal Fees	[2	₫ \$ 10,000
		Accounting Fees	[2	₫ \$<u>0</u>
		Engineering Fees.	🗅	₹ 0 \$0
		Sales Commissions (specify finders' fees separately)		-
		Other Expenses (identify)		_
		Total		_
	b.	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		7 \$ <u>10,000</u>
		and the state of t		\$ <u>181,004,000</u>

4 of 8

C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENS	SES AND USE C	F PROCEEDS		
 Indicate below the amount of the adjusted used for each of the purposes shown. If estimate and check the box to the left of equal the adjusted gross proceeds to the above. 	the amount for any purpose is not know the estimate. The total of the payment	wn, furnish an s listed must			
			Payments to Officers, Directors, & Affiliates		
Salaries and fees			\$ <u>0</u>	□ \$ <u>0</u>	
Purchase of real estate			\$ <u>0</u>	□ \$ <u>0</u>	
Purchase, rental or leasing and insta	ullation of machinery and equipment		\$ <u>0</u>	□ \$ <u>0</u>	
Acquisition of other business (includi	lings and facilitiesing the value of securities involved in the assets or securities of another issuer	nis offering	\$ <u>0</u>	□ \$ <u>o</u>	
			\$ <u>0</u>	□ \$ <u>0</u>	
Repayment of indebtedness			\$ <u>0</u>	□ \$ <u>0</u>	
Working capital			\$ <u>0</u>	□ \$ <u>0</u>	
Other (specify): Investments in secur	rities		\$ <u>0</u>	⊠ \$ <u>181,004,000</u>	
Column Totals			\$ <u>0</u>	⊠ \$ <u>181,004,000</u>	
Total Payments Listed (column totals	s added)				
	D. FEDERAL SIGNATURE	•			
The issuer has duly caused this notice to be s following signature constitutes an undertaking request of its staff, the information furnished by	by the issuer to furnish to the U.S. Se	curities and Excl	nange Commiss	sion, upon written	
Issuer (Print or Type) Hirtle Callaghan Absolute Return Offshore Fund II Limited	Signature 3	Date	2/13/0	7	
Name of Signer (Print or Type) Robert Jay Zion	Title of Signer (Print or Type) Pirector				
	,				
Intentional minotetements or arrively	ATTENTION	violetiene (C	40 11 6 0 400	1.	
Intentional misstatements or omission	s of fact constitute federal criminal v	violations. (See	16 U.S.C. 100°	1.)	

		E. STATE SIGNATURE	••••		
1.	Is any party described in 17 CFR 23	30.262 presently subject to any disqualification	provisions of such rule?	Yes □	No ⊠
		See Appendix, Column 5, for state response.			
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law				
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.				
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.				
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.				on its
Issuer (Print or Type)		Signatuçe	Date		
Hirtle Callaghan Absolute Return Offshore Fund II Limited		Colort	12/13/01	7	
Name (Print or Type)	Title (Print or Type)		_	
Robert	Jay Zion	Øirector C			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

6 of 8

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1	2		3	4					5 Disqualification	
	Intend to sell to non- accredited investors in State (Part B-Item1)		Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL				1117001010	\$		\$			
AK					\$		\$			
AZ		Ø	Shares \$5,325,000	3	\$ <u>5,325,000</u>	0	\$ <u>0</u>		\boxtimes	
AR					\$	·	\$			
CA		⊠	Shares \$440,000	2	\$ <u>440,000</u>	0	\$ <u>0</u>		Ø	
СО					\$		\$			
СТ					\$		\$			
DE			Shares \$9,475,000	4	\$ <u>9,475,000</u>	0	\$ <u>O</u>		×	
DC					\$		\$			
FL		Ø	Shares \$320,000	1	\$ <u>320,000</u>	0	\$ <u>0</u>		\boxtimes	
GA		\boxtimes	Shares \$24,789,000	9	\$ <u>24,789,000</u>	0	\$ <u>0</u>		⊠	
н					\$		\$			
ID					\$		\$			
IL		⋈	Shares \$9,000,000	1	\$ <u>9,000,000</u>	0	\$ <u>0</u>		\boxtimes	
IN		×	Shares \$6,670,000	1	\$ <u>6,670,000</u>	0	\$ <u>0</u>		\boxtimes	
IA					\$		\$			
KS					\$		\$			
KY					\$		\$			
LA					\$		\$			
ME					\$		\$			
MD		☒	Shares \$3,275,000	2	\$ <u>3,275,000</u>	0	\$ <u>0</u>		⊠	
МА					\$		\$			
МІ					\$		<u> </u>			
MN					\$		\$			
MS					\$		\$			
МО					\$		\$			

B3149550.4 7 of 8

APPENDIX

1	2 Intend to sell to non- accredited investors in State (Part B-Item1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT				11/1001010	\$		\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ		⊠	Shares \$5,400,000	1	\$ <u>5,400,000</u>	0	\$ <u>0</u>		
NM					\$		\$		
NY		Ø	Shares \$2,975,000	2	\$ <u>2,975,000</u>	0	\$ <u>0</u>		×
NC					\$		\$		
ND					\$		\$		
ОН			Shares \$29,895,000	5	\$ <u>29,895,000</u>	0	\$ <u>0</u>		☒
ок					\$		\$		
OR					\$		\$		
PA		×	Shares \$73,715,000	18	\$ <u>73,715,000</u>	0	\$ <u>0</u>		\boxtimes
RI					\$		\$		
sc		⊠	Shares \$1,150,000	2	\$ <u>1,150,000</u>	0	\$ <u>0</u>		×
SD					\$		\$		
TN		Ø	Shares \$1,175,000	2	\$ <u>1,175,000</u>	0	\$ <u>0</u>		×
TX		⊠	Shares \$2,320,000	1	\$ <u>2,320,000</u>	0	\$ <u>0</u>		⊠
UT					\$		\$		
VT					\$		\$		
VA					\$		\$		
WA		⊠	Shares \$225,000	1	\$ <u>225,000</u>	0	\$ <u>0</u>		
wv					\$		\$		
WI					\$				
WY		⊠	Shares \$4,865,000	1	\$ <u>4,865,000</u>	0	\$ <u>0</u>		
PR					\$		\$		
Other					\$		\$		



8 of 8